

Intellect/SEC/2023-24

July 04, 2023

1. **National Stock Exchange of India Limited,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla
Complex, Bandra (E), Mumbai – 400 051.

Scrip Symbol :

INTELLECT

2. **BSE Limited,**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Scrip Code :

538835

Sub: **Notice of the 12th Annual General Meeting**

Dear Sir/Madam,

We are submitting herewith the Notice of the 12th Annual General Meeting of the Company which is scheduled to be held on Friday, July 28, 2023 at 11.00 AM (IST) through Video Conferencing or Other Audio-Visual Means, in accordance with General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI.

Kindly take the above information on record and treat the same as compliance.

Thanking you,

For **Intellect Design Arena Limited,**

V V Naresh

Company Secretary and Compliance Officer

Enclosed: as above

Intellect Design Arena Limited

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-6615 5100 | Fax: +91-44-6615 5123
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India | Ph: +91-44-6700 8000 | Fax: +91-44-6700 8874
E-mail: contact@intellectdesign.com | www.intellectdesign.com

Notice

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED WILL BE HELD ON FRIDAY, JULY 28, 2023, AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business

Item No. 1 – Adoption of Standalone and Consolidated Financial Statements;

To receive, consider and adopt:

- (i) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
- (ii) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Auditors thereon.

And in this regard pass the following resolutions as an **Ordinary Resolution:**

- a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon laid before this said meeting be and is hereby considered, approved and adopted."
- b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial Year ended March 31, 2023 together with the Reports of the Auditors thereon laid before this said meeting be and is hereby considered, approved and adopted."

Item No. 2 – To declare a final dividend of ₹ 2.50/- per equity share for the financial year ended March 31, 2023 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, dividend of Rs. 2.50/- per equity share of face value of Rs. 5/- each, as recommended by the Audit Committee and Board of Directors of the Company, be and is hereby approved and declared for the financial year ended March 31, 2023."

Item No. 3 – To appoint a Director in the place of Mr. Anil Kumar Verma, (DIN: 01957168), who retires by rotation and, being eligible, offers himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and any other applicable provisions of the Companies Act, 2013, Mr. Anil Kumar Verma (DIN: 01957168), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 4 – Re-appointment of Mrs. Vijaya Sampath (DIN: 00641110) as an Independent Woman Director of the Company for a second term of 5 years;

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder and and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Vijaya Sampath (DIN: 00641110), who was appointed as an Independent Woman Director of the Company at the 8th Annual General Meeting of the Company and who holds office upto October 24, 2023, and who is eligible for re-appointment for a second term and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, and whose appointment as an Independent Woman Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years commencing from October 25, 2023 till October 24, 2028.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

By Order of the Board
for **Intellect Design Arena Limited**

V. V. Naresh
Senior Vice President - Company Secretary & Compliance Officer
Membership No. : F8248

Place: Chennai
Date: May 11, 2023

Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 19/2021 December 8, 2021, General Circular No. 21/2021 December 14, 2021, General Circular no. 02/2022 dated May 5, 2022 and General Circular no. 10/2022 dated December 28, 2022 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue and provided relaxation on sending hard copy of annual report to shareholders. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
3. The Company has fixed Friday, July 21, 2023 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2023, if approved at the AGM.
4. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days from the conclusion of the AGM to the shareholders. In the event the Company is unable to pay dividend to any Members directly in their bank accounts through Electronic Clearing Services or any other means, due to non- registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ Demand Draft to such Members.
5. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) at the time of making the payment of final dividend to the members at the prescribed rate. However, no tax shall be deducted on the dividend payable to a resident individual shareholders if the total dividend to be received by them during the financial year 2023-24 does not exceed Rs. 5,000/- and also in cases where shareholders provide Form 15G/Form 15H. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under Section 206AB of the Income Tax Act, the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the Income Tax Act, as applicable.
6. Non- resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other documents which may be required to avail the tax treaty benefits.

We request shareholders to submit the aforesaid documents in this regard with company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited at <https://investors.cameoindia.com/> or email at investor@cameoindia.com or agm@cameoindia.com on or before July 21, 2023. Any communications received after this date or through any other mode, will not be considered for deduction of applicable tax.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.intellectdesign.com/investor/intimations/Intimation-to-Shareholder-for-furnishing-PAN-KYC-details2023.pdf> and on the website of the Company's Registrar and Transfer Agents, Cameo Corporate Services Limited ("Cameo") at <https://cameoindia.com/registry-and-share-transfer> It may be noted that any service request can be processed only after the member is KYC Compliant.
9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.intellectdesign.com/investor/intimations/Intimation-to-Shareholder-for-furnishing-PAN-KYC-details2023.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Cameo in case the shares are held in physical form.
10. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited viz, www.cameoindia.com for assistance in this regard.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. In compliance with the aforesaid MCA Circulars dated January 13, 2021, Notice of the AGM, along with the Annual Report 2022-23, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.intellectdesign.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com> respectively.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
17. The Register of Members and Share Transfer Books of the Company will remain closed from July 22, 2023 to July 28, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
18. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) between 10.00 A.M. IST to 5.00 P.M IST up to the date of the Annual General Meeting.
19. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
20. Remote e-voting commences on Tuesday, July 25, 2023 at 9:00 A.M. (IST) and will end on Thursday, July 27, 2023 at 5:00 P.M. (IST), and at the end of e-voting period, the facility shall forthwith be blocked. Those Members, who will be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
21. The results for the e-voting shall be declared within 48 hours from the date of AGM held through VC / OAVM. The results, along with Scrutinizer's Report, shall also be placed on the websites of the stock exchanges and the Company.
22. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
23. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., July 21, 2023 only shall be entitled to avail the facility of e-voting. A person who is not a member after the cut-off date, should treat this Notice for information purpose only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM THROUGH VC/OAVM MODE ARE AS UNDER:

NSDL e-Voting System – For Remote e-voting and e-voting during AGM

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

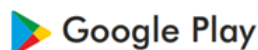
Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDEAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to scrutinizer@nsdl.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company.secretary@intellectdesign.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to company.secretary@intellectdesign.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number at company.secretary@intellectdesign.com or naresh.vv@intellectdesign.com between Monday, July 17, 2023 (9:00 a.m. IST) and Thursday, July 27, 2023 (5:00 p.m. IST). The same will be replied by the company suitably.
- Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at naresh.vv@intellectdesign.com or company.secretary@intellectdesign.com from July 17, 2023 (09:00 a.m. IST) to July 27, 2023 (05:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board
for **Intellect Design Arena Limited**

V. V. Naresh

Senior Vice President - Company Secretary & Compliance Officer

Membership No. : F8248

Place: Chennai

Date: May 11, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4: Re-appointment of Mrs. Vijaya Sampath as an Independent Woman Director of the Company for a second term of 5 years;

Mrs. Vijaya Sampath was appointed as an Independent Woman Director of the Company at the Annual General Meeting held on August 21, 2019 for a term of 5 years with effect from October 25, 2018.

Mrs. Vijaya Sampath's tenure as an Independent Woman Director is expiring on October 24, 2023. The Board of Directors at its meeting held on May 11, 2023, based on the recommendation of the Nomination, Remuneration and Compensation Committee and subject to shareholders' approval, recommended the re-appointment of Mrs. Vijaya Sampath as an Independent Woman Director for a second term of 5 years with effect from October 25, 2023 till October 24, 2028. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 proposing appointment of Mrs. Vijaya Sampath as a Director of the Company.

Mrs. Vijaya Sampath has given her consent to act as Director of the Company and further, has given a declaration that she meets the criteria of independence provided under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has confirmed that she is neither disqualified in terms of Section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

The Board recommends the re-appointment on the basis of her performance evaluation and after considering her skills, expertise and rich experience in the legal field as required by the Board. The Board is of the view that considering the background, experience and contributions made by Mrs. Vijaya Sampath during her tenure, her continued association would be beneficial and in the best interest of the Company and it is desirable to continue to avail her services as an Independent Director.

In the opinion of the Board, Mrs. Vijaya Sampath fulfils the conditions specified in the Act and Listing Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to re-appoint Mrs. Vijaya Sampath as an Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company with effect from October 25, 2023 till October 24, 2028.

A copy of the draft letter for re-appointment of Mrs. Vijaya Sampath as an Independent Woman Director setting out the terms & conditions are available on the website of the Company viz., <https://www.intellectdesign.com/> and are also available for inspection by the members as per the instructions provided in the Note No. 18 of this Notice. (This would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.)

A brief profile of Mrs. Vijaya Sampath and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except, Mrs. Vijaya Sampath, being an appointee, none of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be appointed/re-appointed at the twelfth annual general meeting of the company are furnished below.

Name of Director	Mr. Anil Kumar Verma	Mrs. Vijaya Sampath
Date of birth	05.07.1955	26.05.1953
Age	67 years	70 years
Qualifications	Bachelor of Electrical Engineering from IIT, Delhi and post-graduate in Instructional Design from the University of Wollongong in Australia	Bachelor of Arts from Madras University and Law degree from Mysore university. She is a fellow member of the Institute of Company Secretaries of India(ICSI)
Experience	41 years	41 years
Expertise in functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.	Opulent experience in the areas of Corporate law and legal field. She is an Independent Director on the Board of various listed and other unlisted Companies
No. of Board Meetings attended	4 Meetings	5 Meetings
Terms and condition	The terms and conditions of re-appointment was approved by the members of the Company in the AGM held on July 28, 2015. Subsequently the terms and conditions of re-appointment was changed effective from November 01, 2022.	1. The appointment of Mrs. Vijaya Sampath as Independent Woman Director, subject to the approval of shareholders w.e.f. October 25, 2023 till October 24, 2028 for second term of five (5) consecutive years; not liable to retire by rotation. 2. Sitting fees shall be paid to her for attending the meetings of Board of Directors and Committees
Date of appointment on the Board (Initial Appointment)	September 30, 2014	October 25, 2018
Shareholding as on March 31, 2023	2,37,433 Equity Shares	1,400 Equity Shares
Relationship with other Directors / KMP	He is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director	Nil
Name of listed entities in which the person holds Directorship	NIL	1. Safari Industries (India) Limited, Independent Director 2. Craftsman Automation Limited, Independent Director 3. Varroc Engineering Limited, Independent Director 4. Ingersoll - Rand (India) Limited, Independent Director 5. VA Tech Wabag Limited, Independent Director
Listed entities in which the person has resigned in the past three years	NIL	1. Eris Lifesciences Limited 2. Suzlon Energy Limited 3. XPro India Limited
Skills and capabilities required for the role and the manner in which the Independent Director meets the requirement.	Not Applicable	Refer Explanatory Statement
Chairman / Member of Committee of the Board of Directors of the Company	Intellect Design Arena Limited 1. Corporate Social Responsibility Committee – Chairman 2. Audit Committee – Member 3. Stakeholders' Relationship Committee - Member	Intellect Design Arena Limited 1. Audit Committee – Member 2. Nomination, Remuneration & Compensation Committee – Member Safari Industries (India) Limited 1. Audit Committee – Member 2. Nomination, Remuneration & Compensation Committee – Member 3. Corporate Social Responsibility Committee – Member Craftsman Automation Limited 1. Nomination, Remuneration & Compensation Committee – Chairperson 2. Audit Committee – Member 3. Corporate Social Responsibility Committee – Member Ingersoll - Rand (India) Limited 1. Audit Committee – Member 2. Nomination, Remuneration & Compensation Committee – Member

		<p>VA Tech Wabag Limited</p> <ol style="list-style-type: none"> 1. Nomination, Remuneration & Compensation Committee – Chairperson 2. Corporate Social Responsibility Committee - Chairperson 3. Audit Committee – Member <p>Varroc Engineering Limited</p> <ol style="list-style-type: none"> 1. Risk Management Committee - Chairperson 2. Audit Committee – Member 3. Nomination, Remuneration & Compensation Committee – Member
<p>Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice</p>	<p>OCULUS HEALTHCARE PRIVATE LIMITED</p>	<ul style="list-style-type: none"> • INGERSOLL-RAND (INDIA) LIMITED • SAFARI INDUSTRIES (INDIA) LIMITED • VARROC ENGINEERING LIMITED • CRAFTSMAN AUTOMATION LIMITED • VA TECH WABAG LIMITED • DR AXION INDIA PRIVATE LIMITED • GVS ENVICON TECHNOLOGIES PVT. LTD. • MANKIND PHARMA LIMITED

Brief Resume of Mr. Anil Kumar Verma

Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organization. A Bachelor of Electrical Engineering from IIT Delhi and postgraduate in instructional design from the University of Wollongong in Australia, Anil has rich and global professional experience of over 41 years in the industry.

Anil established and nurtured deep relationships for strengthening Intellect brand in Australia. Earlier, he was part of the core group that conceptualized and created FINDIT (Forum of Indian IT Companies in Australia) that later became NASSCOM Australia, an influential industry body that he led as founder President for several years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the Western Sydney University in Australia where he was instrumental in creating graduate and post graduate course on software testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997 he was nominated for prestigious Australia Day award for his contribution to the Aboriginal community.

Anil has been associated with the Australian Computer Society, AIIA – FSG (Australian Information Industry Association – Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time.

Brief Resume of Mrs. Vijaya Sampath

Mrs. Vijaya Sampath has been a lawyer for over 41 years. She is an Independent Director on the Board of listed and unlisted companies in the manufacturing, branded luggage, pharmaceuticals and auto component sectors. She was associated with Bharti Airtel Limited as group general counsel and company secretary in the past. She has been the in-house counsel for large Indian conglomerates and multinational companies as well as the corporate law partner in renowned national law firms.

Vijaya holds a graduate degree in English literature and Law and is a fellow member of the Institute of Company Secretaries of India. She has attended the Advanced Management Program in Harvard Business School and the Strategic Alliances Program conducted by the Wharton Business School.

Vijaya is also the chairperson of the corporate law committee in FICCI and works with industry on regulation and policy relating to company law. She has written articles and been a speaker at various forums on women in professions, governance, ethics, law and practice.

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